

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

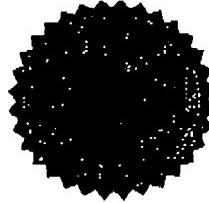
"ATHLETICS MERGER SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "ABGENIX, INC." UNDER THE NAME OF "AMGEN FREMONT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF APRIL, A.D. 2006, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2636868 8100M

060306117



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4635795

DATE: 03-31-06

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:15 AM 03/31/2006  
FILED 11:15 AM 03/31/2006  
SRV 060306117 - 2636868 FILE

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
ATHLETICS MERGER SUB, INC.  
WITH AND INTO  
ABGENIX, INC.

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Abgenix, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

NAME	<u>STATE OF INCORPORATION</u>
Abgenix, Inc.	Delaware
Athletics Merger Sub, Inc.	Delaware
2. The Agreement and Plan of Merger, dated as of December 14, 2005 ("Merger Agreement"), among the Corporation, Amgen Inc. ("Parent"), a Delaware corporation, and Athletics Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of Parent, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.
3. In accordance with the Merger Agreement, Merger Sub will merge with and into the Corporation. Following the merger, the Corporation will continue as the surviving corporation ("Surviving Corporation") and the separate corporate existence of Merger Sub will cease. The name of the Surviving Corporation of the merger will be Amgen Fremont Inc.
4. The certificate of incorporation of the Surviving Corporation shall be amended effective as of the merger to read in its entirety in the form attached hereto as Exhibit A.
5. The executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is 6701 Kaiser Drive, Fremont, California, 94555.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.
7. Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, the effective time of this Certificate of Merger, and the time when the merger therein provided for shall become effective shall be 12:01 AM, New York time, on April 1, 2006.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on behalf of the Surviving Corporation, as of March 31, 2006.

ABGENIX, INC.

By

  
Name: William R. Ringo  
Title: Chief Executive Officer,  
President and Director

EXHIBIT A

**CERTIFICATE OF INCORPORATION  
OF  
AMGEN FREMONT INC.**

1. The name of the corporation is:

Amgen Fremont Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000), all of which shall be Common Stock, and the par value of each share shall be one cent (\$.01).

5. In furtherance and not in limitation of the powers conferred by section, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the corporation.

6. Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

7. No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.